

16th December 2021

REF: 1612211/PB/ZVL

To,
The Corporate Communication Department
Bombay Stock Exchange Ltd.
 Dalal Street,
 Fort, Mumbai — 400001

SUB: Notice of Postal Ballot

REF: Scrip Code: 503641

Dear Madam/Sir,

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and with reference to our letters dated 11th December 2021 and 15th December 2021, we enclose herewith the Notice of Postal Ballot approved by the Board at its meeting dated 15th December 2021 and dispatched to members on 16th December 2021, seeking approval of the members for the resolutions as set out in the aforesaid Notice of Postal Ballot and listed as follows:

Sr. No.	Resolution Description	Type of Resolution
1	Alteration in the Articles of Association of the Company	Special Resolution
2	Issue of 40,00,000 (Forty Lakh) Equity Shares on Preferential basis	Special Resolution
3	Issue of 78,16,000 (Seventy-Eight Lakh Sixteen Thousand) warrants convertible into equity shares to Promoter, Promoter Group, and Investors of the Company on Preferential basis	Special Resolution
4	To sell or transfer or otherwise dispose of whole or part of Company's investments/shareholding in Zodiac Developers Private Limited, subsidiary company	Special Resolution
5	Transactions with Related Parties under Section 188 of the Companies Act, 2013	Ordinary Resolution
6	Appointment of Statutory Auditor to fill casual vacancy	Ordinary Resolution
7	Reappointment of Mr. Jimit Shah as Managing Director of the Company	Ordinary Resolution
8	Reappointment of Mr. Ramesh Shah as Whole-Time Director of the Company	Ordinary Resolution

Dates of events relevant to the Postal Ballot are as follows:

Sr. No.	Particulars	Date
1	Date of completion of dispatch of Notice (by electronic means) to members whose names appear in the Register of Members/List of Beneficial Owners as received from depositories as on Friday, 10 th December 2021 (cut-off date)	Thursday, 16 th December 2021
2	Date of commencement of e-voting period	Saturday, 18 th December 2021 at 9:00 a.m.
3	Date of ending of e-voting period	Sunday, 16 th January 2021 at 5:00 p.m.
4	Results of Postal Ballot	On or before Tuesday, 18 th January 2021

Postal Ballot Notice along with Explanatory Statement has also been made available on the website of the Company and on the website of Link Intime India Private Limited.

Kindly take the same on record.

Thanking you.

Yours sincerely,

For Zodiac Ventures Limited



Rustom Deboo
Company Secretary and Compliance Officer

Encl.: As above

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014) and the MCA Circulars (as defined below)

To,
The Members of Zodiac Ventures Limited,

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Companies Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the “**Rules**”) and Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 09, 2020, Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 02/2021 dated January 13, 2021, Circular No. 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 08, 2021 and all other relevant circulars issued from time to time (collectively referred to as ‘MCA Circulars’) and Securities and Exchange Board of India (‘SEBI’) Circular Nos. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as ‘SEBI Circulars’), and Secretarial Standard issued by The Institute of Company Secretaries of India on General Meetings (**SS-2**), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and as amended from time to time) and other applicable laws and regulations, if any, that it is proposed to seek the Consent of the Shareholders of Zodiac Ventures Limited (the “**Company**”) for their consideration and approval of the Resolution appended below through Postal Ballot, by way of Remote Electronic Voting (“**e-Voting**”).

The Statement to be annexed to Notice under Section 102 (1) of the Act setting out the material facts and reasons for the Resolution is also appended herewith and is being sent to the shareholders through Electronic mode, of the Postal Ballot Notice.

In view of current extraordinary circumstances due the pandemic situation of COVID-19 and pursuant to the guidelines and notifications issued by the Ministry of Home Affairs, Government of India and in light of **MCA Circulars** and SEBI Circulars as mentioned above and pursuant to Section 110 of the Companies Act and the Rules made thereunder, the Company proposes for passing of Resolution as per this Postal Ballot Notice. In terms of said Section of the Companies Act, 2013 and the Rules, a Company may and in case of Resolution relating to such business as the Central Government may, by notification, declare to be conducted only by Postal Ballot, shall, get any Resolution (other than Ordinary Business and any Business in respect of which Directors or Auditors have right to be heard at any meeting) passed by means of Postal Ballot, instead of transacting the business in General Meeting of the Company.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and Pre-paid Business Reply Envelope will not be sent to the shareholders for this Postal Ballot.

Pursuant to Rule 22 (5) of the Rules, the Company has appointed CS Dr. S. K. Jain, Practicing Company Secretary (Membership No.: 1473), Proprietor of M/s. S. K. Jain & Co., to act as the Scrutinizer for conducting the e-Voting process, in a fair and transparent manner.

The business of the Postal Ballot shall be transacted through e-Voting. Accordingly, the Company, in compliance with Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, is pleased to provide to the shareholders (whether holding shares in physical or in dematerialized form) the facility to exercise their right to vote on the matter included in the Notice of the Postal Ballot by electronic means and are requested to follow the procedure as stated in the Notes which form the part of Notice. The Company has engaged the services of Link In Time Pvt. Ltd. (LIITPL), as an agency, to facilitate e-Voting for the Postal Ballot. Shareholders are requested to vote only by means of Remote e-Voting.

The Scrutinizer shall prepare Scrutinizer's Report on the total votes cast in favour or against or abstained, if any. The Scrutinizer will submit his Report to the Chairman or in his absence to a person authorized by him in writing, after completion of scrutiny of votes cast by e-Voting. In the event the National Lockdown on account of COVID-19 situation is eased of and the Company's offices are open for business, the Company will display the Results of Postal Ballot at its Registered Office of the Company on or before Tuesday, January 18th, 2022 and will also be published in the Newspapers and will be intimated to the Stock Exchanges, where the Equity Shares of the Company are listed. The Result of the Postal Ballot will also be displayed on the website of the Company. The Resolution, if passed by requisite majority, shall be deemed to have been passed effectively on the last date specified by the Company for receipt of e-Voting i.e. Sunday, January 16, 2022.

SPECIAL BUSINESS:

ITEM NO.1: ALTERATIONS IN THE ARTICLES OF ASSOCIATION OF THE COMPANY.

To Consider and, if thought fit, to pass, with or without modification(s), the following Resolutions as Special Resolutions:

"RESOLVED THAT pursuant to provisions of Section 14 of the Companies Act, 2013 ("The Act") and any other applicable provisions of the Act and Rules framed thereunder,

including any modifications(s) thereto or re-enactment(s) thereof for the time being in force, the consent of the Members of the Company hereby accorded for the Addition a new Article No. 6A after the existing Article No. 6 of the Articles of Association of the Company, with amended provisions as provided hereunder:

“6A. the Company may issue convertible warrants in accordance with the Act, Rules Regulations as prescribed by securities and Exchange Board of India and other Applicable Law.”

FURTHER RESOLVED THAT the Board of Directors of the Company including the committee thereof, be and hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary or incidental to give effect to the foregoing Resolution.”

ITEM NO. 2 - ISSUE OF 40,00,000 (FORTY LAKHS) EQUITY SHARES ON PREFERENTIAL BASIS.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India (“SEBI”) and the stock exchange where the shares of the Company are listed i.e. BSE Limited, or any other Authority / Body and enabling provisions in the Memorandum and Articles of Association of the Company, and the provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof and the Consolidated Foreign Direct Investment Policy, 2017 issued by the Department of Industrial Policy & Promotion, as amended and replaced from time to time (FDI Policy) and subject to necessary Approvals, Sanctions, Permissions of Appropriate Statutory / Regulatory and / or other Authorities and Persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such Approvals / Sanctions / Permissions and / or Consents, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall

be deemed to include any Committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this Resolution), the approval of the Members of the Company be and is hereby accorded to create, offer, issue and allot 40,00,000 (Forty Lakhs) Equity Shares having face value of Re. 1/- (Indian Rupee One only) (“Shares”) at an Issue Price of Rs. 25.05/- (Rupees Twenty Five and Five Paise Only) or at such price as may be determined in accordance with Regulation 164 of SEBI ICDR Regulations to the following Investor (the “Allottee”) by way of Preferential Allotment on a Private Placement basis (“Preferential Allotment”), in accordance with the SEBI ICDR Regulations, the Companies Act, 2013 and other applicable laws and, on such terms and conditions as mentioned hereunder:

S.R. No.	Name of Allottee	Category (Promoter /Non Promoter)	No. of Shares proposed to be issued (upto)
1.	Mr. Dilip Nanji Chheda	Non-Promoter	10,00,000
2.	Credent Asset Management Services Pvt. Ltd.	Non-Promoter	10,00,000
3.	Zyana Stock and Commodities, Partnership Firm	Non-Promoter	20,00,000

RESOLVED FURTHER THAT the “Relevant Date” for this Proposed Issue of Equity Shares in accordance with the SEBI ICDR Regulations shall be December 17, 2021 being the date 30 days prior to the date of passing of the Special Resolution by the Members of the Company for the proposed preferential issue of Equity Shares.

RESOLVED FURTHER THAT the Preferential Allotment shall be made on the following terms and conditions:

- i. The Allottee shall be required to bring in 100% of the consideration for the Relevant Shares on or before the Date of Allotment hereof.
- ii. The consideration for Allotment of the Relevant Shares shall be paid to the Company from the Bank Account of the Allottee.
- iii. Allotment of Shares shall only be made in dematerialized form.
- iv. The Shares allotted to the Allottee shall rank pari passu inter-se with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company and any applicable lock-in requirements in accordance with Regulation 167 of the SEBI (ICDR), Regulations, 2018.
- v. The Shares shall be allotted within a period of 15 (fifteen) days from the date of this Resolution. Where the Allotment of the Shares is pending on account of pendency of any Approval for the Preferential Issue / for such Allotment by any Regulatory / Statutory Authority, the Allotment shall be completed within a period of 15 (fifteen) days from the date of such Approval.

RESOLVED FURTHER THAT pursuant to the provisions of SEBI ICDR Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further Consent or Approval of the Members.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 complete record of Private Placement Offers is recorded in Form PAS-5 for the Issue of invitation to subscribe to the Shares.

RESOLVED FURTHER THAT the Directors, Company Secretary and the Chief Financial Officer of the Company be and are hereby authorised severally to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above Resolutions, including:

- a) To make application(s) to the Stock Exchanges for obtaining In-principle approval for Issuance of the Subscription and Listing of the Shares;
- b) To file requisite documents / make declarations / filings with Ministry of Corporate Affairs, SEBI, Stock Exchanges and any other Statutory Authority for and on behalf of the Company;
- c) To represent the Company before any Government / Regulatory Authorities;
- d) To appoint any merchant bankers or other professional advisors, consultants and legal advisors, if needed and
- e) To execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing Resolutions, including any Forms and Documents that may be required to be filed with the concerned Registrar of Companies and other concerned Regulatory Authorities and to resolve and settle any questions and difficulties that may arise in the proposed Issue, Offer and Allotment of the Shares, Utilization of Issue Proceeds, as may be required.”

ITEM NO. 3 - ISSUANCE OF 78,16,000 (SEVENTY EIGHT LAKHS SIXTEEN THOUSAND) WARRANTS CONVERTIBLE INTO EQUITY SHARES TO PROMOTER, PROMOTER GROUP AND INVESTORS OF THE COMPANY ON PREFERENTIAL BASIS:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India (“SEBI”) and the stock exchange where the shares of the Company are listed i.e. BSE Limited, or any other Authority / Body and enabling provisions in the Memorandum and Articles of Association of the Company and the provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof and the Consolidated Foreign Direct Investment Policy, 2017 issued by the Department of Industrial Policy & Promotion, as amended and replaced from time to time (FDI Policy) and subject to necessary Approvals, Sanctions, Permissions of Appropriate Statutory / Regulatory and / or other Authorities and Persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such Approvals / Sanctions / Permissions and / or Consents, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any Committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this Resolution), Consent of the Members of the Company be and is hereby accorded to the Board, to Create, Issue, Offer and Allot, from time to time, in one or more tranches, upto 78,16,000 (Seventy Eight Lakhs Sixteen Thousand Only) Convertible Warrants (“Warrants”) at a price of Rs. 25.05/- per Warrant or at such price as may be determined in accordance with Regulation 164 of Securities and Exchange Board of India Regulations 2018 (“SEBI ICDR Regulations”) with a Right to the Warrant Holders to apply for and be allotted 1 (One) Equity Share of the Face Value of Re. 1/- each of the Company (“Equity Shares”) at a premium of Rs. 24.05/- per share for each Warrant within a period of 18 (Eighteen) months from the date of Allotment of the Warrants, on such terms and conditions as the Board may think fit, by way of preferential allotment on a private placement basis to the following allottees forming part of the Promoters, Promoter’s Group and Investors (hereinafter referred to as the “Proposed Allottees”).

Name of Allottee	Category (Promoter/Non Promoter)	No. of Warrant proposed to be issued (upto)
Ms. Archana Vijay Lakhotia	Non-Promoter	62000
Mr. Amit Maheshkumar Zaveri	Non-Promoter	62000
Mr. Bhupendra Nathalal Mehta	Non-Promoter	200000
Ms. Varsha Bhupendra Mehta	Non-Promoter	200000

Mr. Samir Bhupendra Mehta	Non-Promoter	200000
M/s. Sameer Mehta (HUF)	Non-Promoter	200000
Mr. Ronak Kirit thakkar	Non-Promoter	50000
Mr. Ranjit Ramsharan Paswan	Non-Promoter	21000
Mr. Karan Bora	Non-Promoter	250000
Mr. Kunal Bora	Non-Promoter	250000
Mr. Sunil Udhawdas Vasandani	Non-Promoter	21000
Mr. Sweety Khemchand Jaiswal	Non-Promoter	150000
Mr. Jayendra Arvindlal Gandhi	Non-Promoter	350000
Mr. Jimit Ramesh Shah	Promoter	2000000
Kumar Wire Cloth Manufacturing Company Ltd.	Non-Promoter	1000000
Mr. Subhabrata Datta	Non-Promoter	400000
Mr. Vinod Gurbux Motwani	Non-Promoter	400000
Mr. Mansi Ashvin Shah	Non-Promoter	600000
Mr. Kashyap Bhagwandas Bhatia	Non-Promoter	600000
Mr. Viral Rajesh Shah	Non-Promoter	400000
Mr. Jimit Rajesh Shah	Non-Promoter	400000

RESOLVED FURTHER THAT the “Relevant Date” for this Proposed Issue of Warrants in accordance with the SEBI ICDR Regulations shall be December 17, 2021 being the date 30 days prior to the date of passing of the Special Resolution by the Members of the Company for the proposed preferential issue of Warrants convertible into Equity Shares.

RESOLVED FURTHER that without prejudice to the generality of the above, the Issue of Warrants shall be subject to the following terms and conditions:

- i. The Warrant holders shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by Issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly Issue and Allot the corresponding number of Equity Shares of Face Value of Re. 1/- each to the Warrant holders.
- ii. An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and Allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).
- iii. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of Allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.

- iv. The Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of Shareholder(s) of the Company.
- v. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant Holders upon exercise of the Warrants from the Relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable Laws, Rules and Regulations.
- vi. The Equity Shares so Allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects including dividend, with the then existing Equity Shares of the Company.
- vii. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI ICDR Regulations from time to time.

RESOLVED FURTHER THAT pursuant to the provisions of SEBI ICDR Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further Consent or Approval of the Members.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 complete record of Private Placement Offers is recorded in Form PAS-5 for the Issue of invitation to subscribe to the Shares.

RESOLVED FURTHER THAT the Directors, Company Secretary and the Chief Financial Officer of the Company be and are hereby authorised severally to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above Resolutions, including:

- a) To make application(s) to the Stock Exchanges for obtaining In-principle approval for Issuance of the Subscription and Listing of the Shares;
- b) To file requisite documents / make declarations / filings with Ministry of Corporate Affairs, SEBI, Stock Exchanges and any other Statutory Authority for and on behalf of the Company;
- c) To represent the Company before any Government / Regulatory Authorities;
- d) To appoint any merchant bankers or other professional advisors, consultants and legal advisors, if needed and
- e) To execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary,

appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing Resolutions, including any Forms and Documents that may be required to be filed with the concerned Registrar of Companies and other concerned Regulatory Authorities and to resolve and settle any questions and difficulties that may arise in the proposed Issue, Offer and Allotment of the Shares, Utilization of Issue Proceeds, as may be required.”

ITEM NO. 4 - SELL OR TRANSFER OR OTHERWISE DISPOSE-OFF ITS WHOLE OR PART OF INVESTMENTS/SHAREHOLDING IN ZODIAC DEVELOPERS PRIVATE LIMITED, SUBSIDIARY COMPANY

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Regulation 24 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and subject to the necessary approvals, consents, permissions and/or sanctions from the appropriate authorities, the consent of the Members of the Company be and is hereby accorded to Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof) to sell or transfer or otherwise dispose-off its investments/shareholding up to Rs. 3 Crores Equity Shares in Zodiac Developers Private Limited, which is a subsidiary Company of the Company to Mr. Jimit Ramesh Shah (DIN: 01580796), Managing Director and promoter of the Company, for a consideration as may be determined by independent valuer or such higher value, to be discharged in form of cash and/or kind, on such terms and conditions and with such modifications as the Board may deem fit and appropriate in the interest of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do and perform all such acts, deeds, matters and things as it may, in their absolute discretion, deem fit, necessary, proper or desirable, including finalizing, varying and settling the terms and conditions of such sale and to finalize, execute, deliver and perform the agreement, contracts, deeds, undertakings, and other documents in respect thereof to give effect to this resolution and to seek the requisite approvals, consents and permissions from appropriate authority as may be applicable.”

“RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the company be and are hereby authorized severally to sign and submit the necessary e-forms with the Registrar of Companies, Mumbai to give effect to this resolution.”

ITEM NO. 5 - TRANSACTIONS WITH RELATED PARTIES UNDER SECTION 188 OF THE COMPANIES ACT, 2013.

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and the rules made there under including any modification or amendments or clarifications thereon, if any, and pursuant to the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and subject to all other applicable laws, rules, regulations, circulars, guidelines and such approvals, permissions, sanctions and consents as may be necessary or required from regulatory or other appropriate authority in India and on such terms and conditions which may be accepted and decided by the Board in its absolute discretion and pursuant to the Policy of the Company on Related Party Transactions, Consent of the members be and is here by accorded to enter into the Related party transactions including the Material Related party transactions, as detailed in the Explanatory Statement to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, things as may be necessary in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings related thereto.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the company be and are hereby authorized severally to sign and submit the necessary e-forms with the Registrar of Companies, Mumbai and to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors or any one or more Directors/Officials of the Company to give effect to this resolution.”

ITEM NO. 6 - APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY

To consider and, if thought fit, with or without modification(s), to pass the following Resolution(s) as an Ordinary Resolution(s):

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the appointment of M/s. Navin Nishar & Associates, Chartered Accountants (FRN: 116503W) made by the Board of Directors in its Board Meeting held on 11th November, 2021 on recommendation of Audit Committee as Statutory Auditors of the Company to conduct audit for the Financial Year ended March 31, 2022 and who shall hold their office till the conclusion of the next Annual General Meeting to be held for the Financial Year 2021- 22 to fill up casual vacancy caused by resignation of

M/s. Pravin Chandak & Associates, Chartered Accountants (FRN: 116627W), Statutory Auditors of the Company, be and hereby approved.

RESOLVED FURTHER THAT any of the Board of Directors, be and is, hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution and to file necessary E-Forms with Registrar of Companies.”

ITEM NO. 7 - TO RE-APPOINT MR. JIMIT SHAH AS MANAGING DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass with or without modification/s, the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, & 203 and any other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Jimit Shah (DIN: 01580796) as Managing Director of the Company for a period of three years with effect from November 02, 2021 to November 01, 2026 as approved by the Board of Directors in its meeting held on 27th October, 2021 on the recommendation of Nomination and Remuneration Committee; on the remuneration and other terms and conditions, details of which are given in Explanatory Statement at Item No. 7 annexed hereto;

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing Resolution.”

ITEM NO. 8 - TO RE-APPOINT MR. RAMESH SHAH AS A WHOLE-TIME DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 & 203 and any other applicable provisions of the Companies Act, 2013 and the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the Members of the Company be and is hereby accorded for the reappointment of Mr. Ramesh Shah (DIN: 01580767) as a Whole- Time Director of the Company for a period of three years with effect from November 02, 2021 to November 01, 2026 as approved by the Board of Directors in its meeting held on October 27, 2021 on the recommendation of Nomination and Remuneration

Committee; on the remuneration and other terms and conditions details of which are given in Explanatory Statement at Item No. 8 annexed hereto;

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing Resolution.”

**By Order of the Board
For Zodiac Ventures Limited**



**Rustom Deboo
Company Secretary
M. No. 55744**

**Place: Mumbai
Date: 15th December 2021
Registered Office:
404, Dev Plaza,
68, S.V. Road,
Andheri (West)
Mumbai- 400058**

Notes:

1. An Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, setting out all material facts pertaining to the above Resolution contained in the Postal Ballot Notice are annexed hereto. A copy of the Postal Ballot Notice is also available on the Company’s website www.zodiacventures.in and also on the website of the Stock Exchange on which the Equity Shares of the Company are listed.
2. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the assent or dissent of the Members in respect of the Resolution as set out in the Postal Ballot Notice is being determined by means of e-Voting system only as provided by the Company.
3. The Postal Ballot Notice is being sent by e-mail to all the shareholders, whose name appears on the Register of Members/List of Beneficial Owners maintained by the Depositories as on cut-off date i.e. Friday, December 10, 2021 and who have registered their e-mail addresses in respect of electronic holdings with the Depositories through the

concerned Depositories Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent i.e. Link Intime India Pvt. Limited. Each Shareholder's voting rights shall be in proportion to his/ her share of the Paid-Up Equity Share Capital of the Company as on cut-off date, which will only be considered for voting.

Due to non-availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation, the Company is sending Postal Ballot Notice in electronic form only and express its inability to dispatch hard copy of Postal Ballot Notice along with Postal Ballot Form and Pre-paid Business Reply Envelope to the Shareholders for this Postal Ballot. To facilitate such shareholders to receive this Notice electronically and cast their vote electronically and in terms of the General Circular No. 17/2020 issued by Ministry of Corporate Affairs dated 13th April, 2020 the shareholders who have not registered their email addresses with the company can get the same registered with the Company by sending their email addresses with their Full Name and Folio no. at <https://eservices.nsdl.com> Post successful registration of the email, the shareholder would get soft copy of the Notice and the procedure for e-Voting along with the User ID and Password to enable e-Voting for this Postal Ballot. In case of any queries, shareholder may write to enotices@linkintime.co.in.

4. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Limited (RTA) to enable servicing of Notices / Documents / Annual Reports electronically to their email address.
5. The Portal for e-Voting will remain open for the shareholders for exercising their voting from Saturday, December 18, 2021 till Sunday, January 16, 2022 (both days inclusive). Please note that e-Voting module will be disabled for voting by LIIPL after the said date and time. During this period, the Shareholders of the Company holding shares either in physical form or dematerialized form as on Friday, December 10, 2021 (cut-off date) may cast their vote electronically. Once vote on the Resolution is cast by the Shareholder, he/she shall not be allowed to change it subsequently or cast the vote again. Resolution passed by the Shareholders through Postal Ballot shall be deemed to have been passed as if it has been passed at a General Meeting of the Shareholders. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified by the Company for e-Voting i.e. Sunday, January 16, 2022.
6. The Board of Directors of the Company has appointed Dr. S. K. Jain, Practicing Company Secretary (Membership No.: 1473), Proprietor of S. K. Jain & Co., as the Scrutinizer for scrutinizing the e-Voting process and conducting Postal Ballot process, in a fair and transparent manner.

7. The Scrutinizer shall prepare the Scrutinizer's Report on the total votes cast in favor or against or abstained, if any. The Scrutinizer will submit his report to Chairman of the Company or any person authorized by him, after completion of scrutiny of votes received through e-Voting. The results of the Postal Ballot will be announced on or before Tuesday, January 18, 2022. The result of the Postal Ballot will be posted on the Company's website and shall also be communicated to the Stock Exchange where the Company's shares are listed. The Company will also display the results of Postal Ballot at its Registered Office.
8. In compliance with provisions of Sections 108 and 110 of the Companies Act and Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, SS-2 and the provisions of the Ministry of Corporate Affairs Circulars, and any amendments thereto, the Company is pleased to provide the facility to the Shareholders to exercise their votes electronically and vote on the Resolution through the e-Voting facility. The Company has engaged the services of Link In Time India Pvt. Ltd. (LI IPL) to provide e-Voting facility to its Shareholders. In terms of the General Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular dated May 05, 2020, General Circular No. 22/2020 dated June 15, 2020 and General Circular No. 33/2020 dated September 28, 2020, 39/2020 dated 31st December, 2020 issued by the Ministry of Corporate Affairs, Government of India (the 'MCA Circulars'), voting can be done only by e-Voting. As the e-Voting does not require a person to attend to a meeting physically, the Shareholders are strongly advised to use the e-Voting procedure by themselves and not through any other person/ proxies.
9. Any queries/grievances pertaining to the e-Voting process can be addressed to LI IPL by sending an e-mail at rnt.helpdesk@linkintime.co.in.
10. The Notice is also placed on the website of the Company i.e. www.zodiacventures.in.
11. Voting through Electronic Means (e-Voting)

In compliance with the requirements of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 including the amendments thereto, the Company is pleased to provide e-Voting facility to all its Members, to enable them to cast their votes electronically, for the Resolution proposed to be passed through Postal Ballot, instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of LI IPL for the purpose of providing e-Voting facility to all its Members.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
 2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.

4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdsindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants
You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -
 - A. **User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders/ members holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

 - Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.

4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES SET OUT IN THE NOTICE OF POSTAL BALLOT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1: ALTERATIONS IN THE ARTICLES OF ASSOCIATION OF THE COMPANY.

The Board of Directors proposes for an amendment in the existing Article of Articles of Association of the Company, to provide for issuance of convertible warrants in accordance with the applicable laws.

A copy of the altered Articles of Association of the company would be available for inspection at the registered office of the company during business hours on any working day between 10:30 am to 1:00 pm up to the last date as specified by the Company for e-Voting i.e. Sunday, January 16, 2022.

None of the Directors and Key Managerial Personnel of the company, including their relatives, is concerned or interested, financially or otherwise, in the foregoing Resolution.

The above proposal is in the best interest of the Company. The Board of Directors of the Company has recommended the resolution(s) at Item No. 1 of the Postal Ballot Notice for approval of Members of the Company as a Special Resolution through Postal Ballot Process.

ITEM NO. 2: ISSUE OF 40,00,000 (FORTY LAKHS) EQUITY SHARES ON PREFERENTIAL BASIS

In order to meet the funding requirements of the Company, it is proposed that equity shares of the Company be issued to following Promoters and Investors on a preferential basis, at a price of Rs 25.05/- per equity share (including a premium of 24.05/- per equity share), in such manner and on such terms and conditions as prescribed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018 (**SEBI ICDR Regulations**) and in compliance with Section 42 and Section 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014. The Board, at their meeting held on December 15, 2021, accorded its approval to the said preferential issue of equity shares. The issue price of the equity shares is not less the price as may be determined in accordance with the ICDR Regulations.

Section 62 of the Companies Act, 2013 provides that when a Company proposes to increase its issued capital by allotment of further shares, etc., such further shares are to be offered to the existing shareholders of the Company in the manner laid down in the said section unless the shareholders in a General Meeting decide otherwise by passing a Special Resolution. The Special Resolution proposed at item nos. 2 will, if passed, enable the Board on behalf of the Company to allot equity shares on a preferential basis to the Promoters and Investors as

permitted under Section 62(c) of the Act and the Rules made there under (read with Section 42 of the Companies Act, 2013 and the Rules made there under).

Disclosures required in terms of Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014

Heading	Disclosure
Particulars of the offer including date of passing of Board Resolution	Issuance of upto 40,00,000 (Forty Lakhs) Equity Shares at an issue price of Rs. 25.05/- (Rupees Twenty Five and Five Paise Only) each (including premium of Rs. 24.05/- per equity share) or at such price as may be determined in accordance with SEBI ICDR Regulations
Kinds of securities offered	Equity Shares
Basis of justification (including premium, if any) at which the offer or invitation is being made	<p>Issue price of Equity Shares of the Company has been determined by pricing certificate issued by CS. Dr. S K. Jain, proprietor of M/s S. K. Jain & Co., Practicing Company Secretaries in accordance with the provisions of SEBI (ICDR) Regulations, 2018.</p> <p>Report of registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Allotment.</p> <p>This issue price is higher than the minimum price prescribed in accordance with Regulation 164 and Regulation 165 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 with the relevant date for the computation of the aforesaid price being December 17, 2021 (viz. 30 days prior to the last date as specified by the Company for receipt of e-Voting i.e. Sunday, 16th January, 2022)</p>
Name and address of valuer who performed valuation	<p>Name: CS Dr. S. K. Jain, proprietor of M/s S. K. Jain & Co., Practicing Company Secretaries</p> <p>Address: 11, Friend's Union Premises Co-operative Society Ltd, 2nd Floor, 227, P.D' Mello Road, Beside Manama Hotel, Opp St. George Hospital, Mumbai-400 001.</p>
Amount which the company intends to raise by way of such securities	Upto Rs. 10,02,00,000 (Rupees Ten Crores Two Lakhs Only)
Material terms of raising such securities	

Proposed schedule	time	As may be determined by the Board. However, the issuance and allotment of Equity Shares shall in any event be concluded within 15 (Fifteen) days from the date of passing of this resolution. Provided that, if any approval or permission is required from any regulatory authority or the Central Government for the allotment is pending, the period of fifteen days shall be counted from the date of such approval or permission.
Purposes or objects of offer	or	The Proposed issue of Equity Shares and Optionally Convertible Warrants is to meet the needs of growing business of the Company, including long term capital requirements, working capital requirements, investment in land for development, new real estate development projects and for other corporate general purpose.
Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects		None of the Directors or promoters of the Company will be subscribing to the proposed issue.
Principle terms of assets charged as securities		Not Applicable

1) Disclosures required in terms of Rule 13 of Companies (Share Capital and Debentures) Rules, 2014

Heading	Disclosure
The Objects of the Issue	The Proposed issue of Equity Shares and Optionally Convertible Warrants is to meet the needs of growing business of the Company, including long term capital requirements, working capital requirements and for other corporate general purpose.
The total number of shares or other securities to be issued	Upto 40,00,000 (Forty Lakhs) Equity Shares having face value of Rs 1/- each.
The price or price band at/ within which the allotment proposed	The price at which Equity Shares will be issued Rs 25.05/-, or such other price which being not less than the minimum price as may be determined as per the provisions of Chapter V of the SEBI ICDR Regulations.

Basis on which the price has been arrived at along with report of the Registered Valuer

Issue price of the Equity Share of the Company has been determined by pricing certificate issued by CS. Dr. S K. Jain, proprietor of M/s S. K. Jain & Co., Practicing Company Secretaries in accordance with the provisions of SEBI ICDR Regulations with the relevant date for the computation of the aforesaid price being December 17, 2021 (viz. 30 days prior to the last date as specified by the Company for receipt of e-Voting i.e. Sunday, 16th January, 2022)

Report of Registered Valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Allotment.

Relevant date with reference to which the price has been arrived at.

December 17, 2021

The class or classes of persons to whom the allotment is proposed to be made

Promoter, Non-Promoter and other Investors

Intention of promoters, directors or key managerial personnel to subscribe to the offer

None of the Promoters/Directors / Key Managerial Personal will be subscribing to the proposed issue.

The proposed time within which the allotment shall be completed

As may be determined by the Board. However, the issuance and allotment of Equity Shares shall in any event be concluded within 15 (Fifteen) days from the date of passing of this resolution. Provided that, if any approval or permission is required from any regulatory authority or the Central Government for the allotment is pending, the period of fifteen days shall be counted from the date of such approval or permission.

The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Sr. No	Identity of Proposed Allottees	No. of Shares to be allotted	Pre-holding	Post holding	% of post shareholding
	1.	Dilip Naji Chheda	1000000	322500	1322500	2.75
	2.	Credent Asset Management Services Pvt Ltd	1000000	NA	1000000	2.07
	3.	Zyana Stock and Commodities	2000000	600000	2600000	5.38

The change in control, if any, in the company that would occur consequent to the preferential offer

Consequent to the preferential offer, there will be no change in control in the company.

The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

During the year, the Company has not allotted any securities on preferential basis till date.

The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer

Not applicable

The pre issue and post issue shareholding pattern of the Company	Sr. No.	Category	Pre-issue No. shares Held	Pre-issue percent age of shareho	Post- issue No. shares held	Post- issue percent age of shareho

			lding		lding
A.	Promoters' holding				
1.	Indian	23989640	64.34	25989640	52.93
	Individual				
	Bodies Corporate				
	Sub-total				
2.	Foreign Promoters				
	Sub-total (A)	23989640	64.34	25989640	52.93
B.	Non-promoters' holding				
1.	Institutional Investors				
2.	Non-Institutional Investors	3801877	10.19	5801877	11.81
	Private corporate bodies				
	Directors and relatives				
	Indian public	8899610	23.87	16715610	34.04
	Others (including Non-resident Indians (NRIs))	598873	1.60	598873	1.22
	Sub-total (B)	13300360	35.67	23116360	47.07
	Grand Total	37290000	100	49106000	100

2) Disclosures required in terms of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

The Relevant date December 17, 2021
on the basis of
which price of the
equity shares to be
Allotted on
conversion or
exchange of

convertible securities shall be calculated

The objects of the Issue The Proposed issue of Equity Shares and Optionally Convertible Warrants is to meet the needs of growing business of the Company, including long term capital requirements, working capital requirements and for other corporate general purpose.

Maximum number of specified securities to be issued 40,00,000 (Forty Lakhs) Equity Shares

Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer None of the Promoters/Directors / Key Managerial Personal will be subscribing to the proposed issue.

Shareholding pattern of the issuer before and after the preferential issue	Sr. No.	Category	Pre-issue No. shares Held	Pre-issue percentage of shareholding	Post- issue No. shares held	Post- issue percentage of shareholding
	A.	Promoters' holding				
	1.	Indian				
		Individual	23989640	64.34	25989640	52.93
		Bodies Corporate				
	2.	Foreign	-	-	-	-

	Promoters				
	Sub-total (A)	23989640	64.34	25989640	52.93
B.	Non-promoters' holding				
1.	Institutional Investors				
2.	Non-Institutional Investors				
	Private corporate bodies	3801877	10.19	5801877	11.81
	Directors and relatives				
	Indian public	8899610	23.87	14715610	29.97
	Others (including Non-resident Indians (NRIs))	598873	1.60	2598873	5.29
	Sub-total (B)	13300360	35.66	23116360	47.07
	Grand Total	37290000	100	49106000	100

Time frame within which the preferential issue shall be completed As may be determined by the Board. However, the issuance and allotment of Equity Shares shall in any event be concluded within 15 (Fifteen) days from the date of passing of this resolution. Provided that, if any approval or permission is required from any regulatory authority or the Central Government for the allotment is pending, the period of fifteen days shall be counted from the date of such approval or permission.

Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of

Sr. No	Identity of Proposed Allottees	No. of Equity Shares to be allotted (upto)	Pre-shareholding	Post Shareholding	% of post shareholding
1	Dilip Naji Chheda	1000000	326091	1326091	2.75

post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue. Provided that, if there is any listed company, mutual fund, scheduled commercial bank, insurance company registered with the Insurance Regulatory and Development Authority of India in the chain of ownership of the proposed allottee, no further disclosure will be necessary	2	Credent Asset Management Services Pvt Ltd	1000000	0	1000000	2.070
	3	Zyana Stock and Commodities	2000000	600000	2600000	5.38

[Note: the number of shares, post allotment shareholding and % of shareholding post issue has been set out in the above table on the assumption that up to 40,00,000 Equity shares and up to 70,16,000 Warrants convertible into Equity Shares shall be allotted by the Company to the proposed allottees.

Out of the shareholders set out in the table above, the Corporate entities and the details of natural persons who are ultimate beneficial owners and who control the said corporate entities are given below: The proposed preferential issue will not result in change in control of the Company.

Corporate Entities	Natural persons who are ultimate beneficial owners and who control the said corporate entities.
Credent Asset Management	<ol style="list-style-type: none"> 1. Aditya Kanoria 2. Mandeep Singh 3. Ram Anasuri 4. Sumit Agarwal 5. Raja Kanakmedala 6. Deepa Nair 7. Ravi Chawla
Zyana Stock and Commodities	<ol style="list-style-type: none"> 1. Rahul Junjunwala 2. Pooja Junjunwala 3. Rajiv Junjunwala 4. Reena Junjunwala

Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these Regulations

The Company agrees and undertakes that it shall re-compute the price of the Equity shares issued on preferential basis if required in terms of the provision of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 where it is required to do so

where it is required to do so;

<p>Undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these Regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.</p>	<p>The Company agrees and undertakes that if the amount payable on account of the re- computation of price in terms of the applicable law is not paid within the time stipulated in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the warrants shall continue to be locked- in till the time such amount is paid by the allottees.</p>
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<p>Disclosures specified in Schedule VI of Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, if the issuer or any of its promoters or directors is a wilful defaulter</p>	<p>Neither the Company's name nor any of its Promoter or Directors name is appearing in the list of wilful defaulters categorized by any Bank or Financial Institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive and Economic Offenders Act, 2018.</p>
<p>Name of the person declared as a wilful defaulter:</p>	<p>Not applicable</p>
<p>Name of the Bank declaring the person as a wilful defaulter:</p>	<p>Not applicable</p>
<p>Year in which the person was declared as a wilful defaulter:</p>	<p>Not applicable</p>
<p>Outstanding amount when the person was declared as a wilful defaulter:</p>	<p>Not applicable</p>
<p>Steps taken, if any, by the person for removal of its name from the list of wilful defaulters:</p>	<p>Not applicable</p>
<p>Other disclosures, as deemed fit by the issuer, in order to enable investors to take an informed decision:</p>	<p>Not applicable</p>

	Any other disclosure as specified by the Board. Not applicable
Where the securities specified are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchange where the Equity Shares of the issuer are listed	Not Applicable
Placing Statutory Auditors' Certificate	of The issuance of the Equity Shares is being made in accordance with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and a copy of the certificate from M/s Navin Nishar & Associates, Chartered Accountants (Firm Registration No. 116503W), the Statutory Auditor of the Company certifying that the preferential issue is being made in accordance with the requirements of the SEBI ICDR Regulations, as applicable shall be made available on the website of the Company (i.e. www.zodiacventures.in), to facilitate online inspection by the Members till the last date of voting.

The Board recommends the Special Resolution as set out at Item No. 2 of the Notice for approval by the Members.

Mr. Ramesh Shah, Chairman and Managing Director, Mr. Jimit Shah and their relatives to the extent of their existing shareholding in the Company and to the extent of their subscription to the above proposed Preferential Issue shall be deemed to be concerned or interested in the Resolution.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution.

ITEM NO. 3: ISSUE OF 78,16,000 (SEVENTY EIGHT LAKHS SIXTEEN THOUSAND) FULLY PAID UP WARRANTS ON PREFERENTIAL BASIS TO PROMOTERS, PROMOTER GROUP AND INVESTORS.

In order to meet the needs of growing business of the Company, including long term capital requirements, working capital requirements and for other corporate general purpose which are permitted by applicable Laws, the Board of Directors of the Company in its meeting held on December 15, 2021 accorded its approval for raising funds through Issuance of upto 78,16,000 (Seventy Eight Lakhs Sixteen Thousand Only) Warrants Convertible into or exchangeable for One (1) Equity Share having face value of Re. 1/- each at a issue price of Rs. 25.05/- (including the premiums of Rs 24.05/- each) or at such price as may be determined in accordance with Regulation 164 of SEBI ICDR Regulations to the proposed allottees, being Promoters, Member of Promoter Group or Investors of the Company on a preferential basis by way of private placement subject to Approval of the Members of the Company.

As per Section 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (the "Act") and other applicable provisions, if any, of the enactment thereof and Chapter V of SEBI ICDR Regulations, Approval of the Shareholders by way of a Special Resolution is sought for the Allotment of the Convertible Warrants on preferential basis.

The terms of issue of Warrants as approved by the Board of Directors are as follows:

- a) Number of warrants: Not exceeding 78,16,000 warrants.
- b) Terms of conversion:
 - i. The Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of Allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further Approval from the Members, allot the corresponding number of Ordinary Shares in dematerialized form.
 - ii. In the event the Warrant holder does not exercise the Warrants within 18 months from the date of Allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.

- iii. The Ordinary Shares arising from the exercise of the Warrants will be listed on the Stock Exchanges subject to the receipt of necessary regulatory Permissions and Approvals as the case may be.
- iv. Each Warrant will be convertible into 1 (one) Equity Share of par value of ₹ 1 each at an Issue Price of 25.05/- per Equity Share (including premium of 24.05/- per Equity Share) or at such other price as may be determined in accordance with Regulation 164 of SEBI ICDR Regulations.

c) Payment Terms:

- i. 25% of the issue price of the Warrants will be paid on the date of allotment of the Warrants.
- ii. The balance 75% of the issue price of the Warrants is payable at the time of allotment of the Equity Shares pursuant to the exercise of the conversion right by the Warrant Holder, as and when they deem fit. Non-payment of balance sum i.e. 75% of the Issue Price by the Warrant Holder would entail in forfeiture of the amount paid. The amount paid against Warrants shall be adjusted / set-off against the Issue Price for the resultant Equity Shares.

d) Issue Price -

The price at which each Warrant will be issued will be ₹ 25.05/-, such price being not less than the minimum price determined as per the provisions of Chapter V of the ICDR.

The price determined above and the number of Ordinary Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the Rules, Regulations and Laws, as applicable from time to time

Apart from the above said right of adjustment, the Warrants do not give any rights/entitlements to the Warrant holder as a Shareholder of the Company.

e) Other terms:-

- i. The Warrants and the Shares converted shall be subject to lock-in in accordance with the provisions of SEBI ICDR Regulations.
- ii. The Warrants shall not confer upon the holders thereof any right to receive any notice of the meeting of the Shareholders of the Company or

- Annual Report of the Company and/or to attend/vote at any of the General Meetings of the Shareholders of the Company held, if any.
- iii. Save and except the right of subscription to the Company's Equity Shares as per the terms of the Issue of Warrants, the Warrant holder shall have no other rights or privileges such as entitlement to voting rights, dividend, bonus issue or rights issue or similar benefits declared by the Company.
 - iv. The Ordinary Shares to be allotted on exercise of the Warrants shall be fully paid up and rank *pari-passu* with the existing Ordinary Shares bearing ISIN INE945J01027 of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
 - v. Separate Register of Warrant holders would be maintained by the Company.
 - vi. In the event of any sub-division or consolidation of the face value of the Company's Equity Shares, the share entitlement on each Warrant shall be proportionately increased/decreased such that the aggregate nominal value of the entitlement remains the same as the nominal value of the Equity Shares immediately prior to such subdivision or consolidation.

The additional disclosures related to the Issuance of the Warrants convertible into Equity Shares are as follows:

1. Disclosures required in terms of Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014

Heading	Disclosure
Particulars of the offer including date of passing of Board resolution	Issuance of upto 78,16,000 (Seventy Eight Lakhs Sixteen Thousand) Warrants Convertible into Equity Shares having face value of Rs. 1, at an issue price of Rs. 25.05 (Rupees Twenty Five and Five Paise Only) each (including premium of Rs. 24.05 per equity share) or at such other price as may be determined in accordance with SEBI ICDR Regulations date of passing of Board resolution December 15, 2021
Kinds of securities offered	Warrants into Equity Shares
Basis of justification (including premium, if any) at which the offer	or Issue price of Warrants convertible into Equity Shares of the Company has been determined by pricing certificate issued by CS. Dr. S K. Jain, proprietor of M/s S. K. Jain & Co., Practicing Company Secretaries in accordance with the provisions of SEBI (ICDR) Regulations, 2018.

or invitation is Report of registered valuer is not required under the provisions of
being made second proviso to Rule 13(1) of the Companies (Share Capital and
Debentures) Rules, 2014 for the proposed Preferential Allotment.

This issue price is higher than the minimum price prescribed in accordance with Regulation 164 and Regulation 165 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 with the relevant date for the computation of the aforesaid price being December 17, 2021 (viz. 30 days prior to the last date as specified by the Company for receipt of e-Voting i.e. Sunday, 16th January, 2022)

Name and **Name:** CS Dr. S. K. Jain, proprietor of M/s S. K. Jain & Co.,
address of Practicing Company Secretaries
Valuer who
performed **Address:** 11, Friend's Union Premises Co-operative Society Ltd,
valuation 2nd Floor, 227, P.D' Mello Road, Beside Manama Hotel, Opp St.
George Hospital, Mumbai-400 001.

Amount which the An aggregate amount of Rs. 19,57,90,800 Crores (Rupees
company intends Nineteen Crores Fifty Seven Lakhs Ninety Thousand Eight
to raise by way of Hundred Only)
issue of such
securities

Material terms of
raising such
securities

Proposed time As may be determined by the Board. However, the issuance and
schedule allotment of Equity Shares shall in any event be concluded within
15 (Fifteen) days from the date of passing of this resolution.
Provided that, if any approval or permission is required from any
regulatory authority or the Central Government for the allotment
is pending, the period of fifteen days shall be counted from the
date of such approval or permission.

Purposes or The Proposed issue of Equity Shares and Optionally Convertible
objects of offer Warrants is to meet the needs of growing business of the Company,
including long term capital requirements, working capital
requirements, investment in land for development, new real estate
development projects and for other corporate general purpose.

Contribution being Except Mr. Jimit Ramesh Shah, none of the Directors or promoters
made by the of the Company will be subscribing to the proposed issue.
promoters or
directors either as
part of the offer or
separately in
furtherance of

objects

Principle terms of Not Applicable
assets charged as
securities

2. Disclosures required in terms of Rule 13 of Companies (Share Capital and Debentures) Rules, 2014

Heading	Disclosure
The Objects of the Issue	The Proposed issue of Equity Shares and Optionally Convertible Warrants is to meet the needs of growing business of the Company, including long term capital requirements, working capital requirements, investment in land for development, new real estate development projects and for other corporate general purpose.
The total number of shares or other securities to be issued	Up to 78,16,000 Convertible Warrants (Seventy Eight Lakhs Sixteen Thousand)
The price or price band at/ within which the allotment is proposed	Rs 25.05 each or such other price as may be determined in accordance with Regulation 164 of the SEBI ICDR Regulations.
Basis on which the price has been arrived at along with report of the Registered Valuer	Issue price of the Warrants convertible into Equity Share of the Company has been determined by pricing certificate issued by CS. Dr. S K. Jain, proprietor of M/s S. K. Jain & Co., Practicing Company Secretaries in accordance with the provisions of SEBI ICDR Regulations with the relevant date for the computation of the aforesaid price being December 17, 2021 (viz. 30 days prior to the last date as specified by the Company for receipt of e-Voting i.e. Sunday, 16 th January, 2022)
	Report of Registered Valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Allotment.

Relevant date with reference to which the price has been arrived at December 17, 2021

The class or classes of persons to whom the allotment is proposed to be made Promoter, Non-Promoter and other Investors

Intention of promoters, directors or key managerial personnel to subscribe to the offer Except Mr. Jimit Ramesh Shah, none of the Directors or promoters of the Company will be subscribing to the proposed issue.

The proposed time within which the allotment shall be completed As may be determined by the Board. However, the issuance and allotment of Equity Shares shall in any event be concluded within 15 (Fifteen) days from the date of passing of this resolution. Provided that, if any approval or permission is required from any regulatory authority or the Central Government for the allotment is pending, the period of fifteen days shall be counted from the date of such approval or permission

The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them

Sr. No.	Identity of Proposed Allottees	No. of Warrants to be allotted (upto)	Pre - share holding	Post Shareholding	% of post shareholding
1	Archana Vijay Lakhotia	62000	0	62000	0.13
2	Amit Maheshkumar Zaveri	62000	0	62000	0.13
3	Bhupendra Nathalal Mehta	200000	0	200000	0.41
4	Varsha Bhupendra Mehta	200000	0	200000	0.41
5	Samir Bhupendra Mehta	200000	0	200000	0.41
6	Sameer Mehta	200000	0	200000	0.41

	(HUF)				
7	Ronak Kirit Thakkar	50000	300 0	53000	0.11
8	Ranjit Ramsharan Paswan	21000	102 0	22020	0.05
9	Karan Bora	250000	0	250000	0.52
10	Kunal Bora	250000	0	250000	0.52
11	Sunil Udhawdas Vasandani	21000	189 40	39940	0.08
12	Sweety Khemchand Jaiswal	150000	0	150000	0.31
13	Jayendra Arvindlal Gandhi	350000	0	350000	0.72
14	Jimit Ramesh Shah (Promoter)	2000000	276 232 0	4762320	9.86
15	Kumar Wire Cloth Manufacturing Company Ltd	1000000	0	1000000	2.07
16	Subhabrata Datta	400000	10	400010	0.83
17	Vinod Motwani	400000	0	400000	0.83
18	Mansi Ashvin Shah	600000	0	600000	1.24
19	Kashyap Bhagwandas Bhatia	600000	0	600000	1.24

The change in control, if any, in the company that would occur consequent to the preferential offer

Consequent to the preferential offer, there will be no change in control in the company.

The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

During the year, the Company has not allotted any securities on preferential basis till date.

The pre issue and post issue shareholding pattern of the Company	Sr. No.	Category	Pre-issue No. shares Held	Pre-issue percent age of shareholding	Post- issue No. shares held	Post-issue percent age of shareholding
	A. Promoters' holding					
	1.	Indian				
		Individual	23989640	64.34	25989640	52.93
		Bodies Corporate				
		Sub-total	23989640	64.34	25989640	52.93
	2.	Foreign Promoters	-	-	-	-
		Sub-total (A)	23989640	64.34	25989640	52.93
B. Non-promoters' holding						
	1.	Institutional Investors				
	2.	Non-Institutional Investors				
		Private corporate bodies	3801877	10.19	5801877	11.81
		Directors and relatives				
		Indian public	8899610	23.87	14715610	29.97
		Others (including Non-resident Indians (NRIs))	598873	1.60	2598873	5.29
		Sub-total (B)	13300360	35.66	23116360	47.07
		Grand Total	37290000	100	49106000	100

3) Disclosures required in terms of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

The Relevant date on the basis of which price of the Equity Shares to be allotted on conversion or exchange of convertible securities shall be calculated December 17, 2021

The objects of the issue The Proposed issue of Equity Shares and Optionally Convertible Warrants is to meet the needs of growing business of the Company, including long term capital requirements, working capital requirements, investment in land for development, new real estate development projects and for other corporate general purpose.

Maximum number of specified securities to be issued Upto 78,16,000 (Seventy Eight Lakhs Sixteen Thousand) Warrants convertible into Equity Shares

Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer Except Mr. Jimit Ramesh Shah, none of the Directors or promoters of the Company will be subscribing to the proposed issue.

Shareholding pattern of the issuer before and after the preferential issue	Sr. No.	Category	Pre-issue No. shares Held	Pre-issue percentage of shareholding	Post- issue No. shares held	Post- issue percentage of share holding
	A.	Promoters' holding				
	1.	Indian				
		Individual	23989640	64.34	25989640	52.93
		Bodies Corporate				

	Sub-total	23989640	64.34	25989640	52.93
2.	Foreign Promoters	-	-	-	-
	Sub-total (A)	23989640	64.34	25989640	52.93
B.	Non-promoters' holding				
1.	Institutional Investors				
2.	Non-Institutional Investors				
	Private corporate bodies	3801877	10.19	5801877	11.81
	Directors and relatives				
	Indian public	8899610	23.87	14715610	29.97
	Others (including Non-resident Indians (NRIs))	598873	1.60	2598873	5.29
	Sub-total (B)	13300360	35.66	23116360	47.07
	Grand Total	37290000	100	49106000	100

Time frame As may be determined by the Board. However, the issuance within which the and allotment of Equity Shares shall in any event be concluded preferential issue within 15 (Fifteen) days from the date of passing of this shall be resolution. Provided that, if any approval or permission is completed required from any regulatory authority or the Central Government for the allotment is pending, the period of fifteen days shall be counted from the date of such approval or permission.

Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the	Sr. No.	Identity of Proposed Allottees	No. of Warrants to be allotted (upto)	Pre - share holding	Post Shareholding	% of post shareholding
	1	Archana Vijay Lakhotia	62000	0	62000	0.13
	2	Amit Maheshkumar Zaveri	62000	0	62000	0.13

<p>proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue. Provided that, if there is any listed company, mutual fund, scheduled commercial bank, insurance company registered with the Insurance Regulatory and Development Authority of India in the chain of ownership of the proposed allottee, no further disclosure will be necessary</p>	3	Bhupendra Nathalal Mehta	200000	0	200000	0.41
	4	Varsha Bhupendra Mehta	200000	0	200000	0.41
	5	Samir Bhupendra Mehta	200000	0	200000	0.41
	6	Sameer Mehta (HUF)	200000	0	200000	0.41
	7	Ronak Kirit Thakkar	50000	3000	53000	0.11
	8	Ranjit Ramsharan Paswan	21000	1020	22020	0.05
	9	Karan Bora	250000	0	250000	0.52
	10	Kunal Bora	250000	0	250000	0.52
	11	Sunil Udhawdas Vasandani	21000	18940	39940	0.08
	12	Sweety Khemchand Jaiswal	150000	0	150000	0.31
	13	Jayendra Arvindlal Gandhi	350000	0	350000	0.72
	14	Jimit Ramesh Shah (Promoter)	2000000	2762320	4762320	9.86
	15	Kumar Wire Cloth Manufacturing Company Ltd	1000000	0	1000000	2.07
	16	Subhabrata Datta	400000	10	400010	0.83
	17	Vinod Motwani	400000	0	400000	0.83
	18	Mansi Ashvin Shah	600000	0	600000	1.24
	19	Kashyap Bhagwandas Bhatia	600000	0	600000	1.24

[Note: the number of shares, post allotment shareholding and % of shareholding post issue has been set out in the

above table on the assumption that up to 40,00,000 Equity shares and up to 70,16,000 Warrants convertible into Equity Shares shall be allotted by the Company to the proposed allottees.

Out of the shareholders set out in the table above, the Corporate entities and the details of natural persons who are ultimate beneficial owners and who control the said corporate entities are given below : The proposed preferential issue will not result in change in control of the Company.

Corporate Entities	Natural persons who are ultimate beneficial owners and who control the said corporate entities.
Sameer Mehta (HUF)	Mr. Sameer Mehta
Kumar Wire Cloth Manufacturing Company Ltd	Kumar Wire Cloth Manufacturing Company Ltd is a Listed entity and it is listed on BSE Limited, hence the requirement of ultimate beneficial owners is not applicable

Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so;

The Company agrees and undertakes that it shall re-compute the price of the Equity shares issued on preferential basis if required in terms of the provision of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 where it is required to do so

Undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount

The Company agrees and undertakes that if the amount payable on account of the re-computation of price in terms of the applicable law is not paid within the time stipulated in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the warrants shall continue to be locked- in till the time such amount is paid by the allottees.

is paid by the allottees.

Disclosures specified in Schedule VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, if the issuer or any of its promoters or directors is a wilful defaulter	<p>Neither the Company's name nor any of its Promoter or Directors name is appearing in the list of wilful defaulters categorized by any Bank or Financial Institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.</p> <p>Name of the person declared as a wilful defaulter: Not applicable</p> <p>Name of the Bank declaring the person as a wilful defaulter: Not applicable</p> <p>Year in which the person was declared as a wilful defaulter: Not applicable</p> <p>Outstanding amount when the person was declared as a wilful defaulter: Not applicable</p> <p>Steps taken, if any, by the person for removal of its name from the list of wilful defaulters: Not applicable</p> <p>Other disclosures, as deemed fit by the issuer, in order to enable investors to take an informed decision: Not applicable</p> <p>Any other disclosure as specified by the Board. Not applicable</p>
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Where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity

shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed

Placing Statutory Auditors' Certificate	of The issuance of the Warrants/Equity Shares is being made in accordance with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and a copy of the certificate from M/s Navin Nishar & Associates, Chartered Accountants (Firm Registration No. 116503W), the Statutory Auditor of the Company certifying that the preferential issue is being made in accordance with the requirements of the SEBI ICDR Regulations, as applicable shall be placed before the shareholders at the forthcoming Annual General Meeting of the Company and also shall be made available on the website of the Company (i.e. http://www.zodiacventures.in/ , to facilitate online inspection by the Members till the date of the General Meeting.
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The Board recommends the Special Resolution as set out at Item No. 3 of the Notice for approval by the members.

Mr. Ramesh Virji Shah, Mr. Jimit Ramesh Shah and Ms. Sunita Jimit Shah and their relatives to the extent of their existing shareholding in the Company and to the extent of their subscription to the above proposed Preferential Issue shall be deemed to be concerned or interested in the Resolution.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution.

ITEM NO. 4 - SELL OR TRANSFER OR OTHERWISE DISPOSE-OFF ITS WHOLE OR PART OF INVESTMENTS/SHAREHOLDING IN ZODIAC DEVELOPERS PRIVATE LIMITED, SUBSIDIARY COMPANY.

The company proposes to sell or transfer or otherwise dispose-off its investments/shareholding up to Rs. 3 Crores Equity Shares in Zodiac Developers Private Limited, subsidiary Company of the Company to Mr. Jimit Ramesh Shah (DIN: 01580796), Managing Director and promoter of the Company, for a consideration as may be determined by independent valuer or such higher value, to be discharged in form of cash and/or kind. The Company has no substantial revenue generating business activities carried out in

whole/part at present. The promoters of Zodiac Venture Limited want to focus on its own activities. The Board keeping in view the hardship incurred as the subsidiary company has not received the expected growth, it feels that's its prudent to withdraw investment from the Subsidiary and considers the proposed disinvestment in the best interest of the Company. Such disinvestment may amount to sale of substantial interest in undertaking by the Company, your Directors propose Resolution under section 180(1)(a) of the Companies Act, 2013 and Regulation 24(5) & of the Listing Regulations for the approval of the shareholders.

Members of the Company are further requested to note that:

- i. Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of the company shall exercise the power to sell, lease or otherwise dispose-off the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution.
- ii. Regulation 24(5) of the Listing Regulations mandates that a listed entity shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than or equal to fifty percent or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting.

The members are further informed that no member/s of the Company being a related party or having any interest in the resolution as set out at item No.1 shall be entitled to vote on this Special Resolution.

Mr. Ramesh Virji Shah (DIN: 01580767), Wholetime Director; Mr. Jimit Ramesh Shah (DIN: 01580796), Managing Director; Ms. Sunita Jimit Shah (DIN: 03099290), Director of the Company and their relatives are interested in the said Resolution. None of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in passing of this resolution.

The Board recommends the Special Resolution as set out at Item No. 4 of the Notice for approval by the members.

ITEM NO. 5 - TRANSACTIONS WITH RELATED PARTIES UNDER SECTION 188 OF THE COMPANIES ACT, 2013.

Zodiac Developers Private Limited (ZDPL) is a subsidiary of the Company and Mr. Ramesh Virji Shah (DIN: 01580767), Wholetime Director; Mr. Jimit Ramesh Shah (DIN: 01580796), Managing Director; Ms. Sunita Jimit Shah (DIN: 03099290), Director of the Company are also the Directors of ZDPL and all are related parties in accordance with Section 2(76) of the Companies Act.

Section 188 of the Companies Act, 2013 states that no company shall enter into any contract or arrangement with a related party except with the consent of the Board of Directors given by a resolution at a meeting of the Board.

First proviso to Section 188 (1) further stipulates that no contract or arrangement, in the case of a company having a paid-up share capital of not less than such amount, or transactions exceeding such sums, as may be prescribed, shall be entered into except with the prior approval of the company by a resolution. The second proviso further states that no member of the company shall vote on such resolution, to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

The Company proposes to enter into the following transactions which may be considered as material related party under Section 188(1) of the Companies Act, 2013 read with Rules 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Since this is material in nature approval of the shareholders is required for the above said resolution.

Further, pursuant to the Rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014, the particulars of the proposed related party transaction are set-out below:

- i. **Name of the related party:** Mr. Jimit Ramesh Shah (DIN: 01580796), Managing Director of the Company and Wholetime Director of the Zodiac Developers Private Limited, a subsidiary Company of the Company
- ii. **Name of the Director or Key Managerial Personnel who is related, if any:** Mr. Ramesh Virji Shah (DIN: 01580767), Wholetime Director; Mr. Jimit Ramesh Shah (DIN: 01580796), Managing Director; Ms. Sunita Jimit Shah (DIN: 03099290), Director of the Company and their relatives are interested in the said Resolution
- iii. **Nature of relationship:** Mr. Jimit Ramesh Shah (DIN: 01580796), Managing Director of the Company, he is also a Wholetime Director of the Zodiac Developers Private Limited which is a subsidiary Company of the Company.
- iv. **Nature, material terms, monetary value and particulars of the contract or arrangements:**

The Company to enter into a related party transaction with Mr. Jimit Ramesh Shah (DIN: 01580796), Managing Director of the Company to sale up to Rs. 3 Crores fully paid up Equity Shares of Zodiac Developers Private Limited, Subsidiary Company of the Company at a price, including premium as may be decided by the Board of Directors after deliberating upon various factors including inter alia a valuation report from a valuer appointed by the Company. The Company will sale such shareholding of ZDPL to Mr. Jimit Ramesh Shah (DIN: 01580796), Managing Director of the Company free from all liens and with corresponding voting rights and other benefits appertaining thereto. The sale shall be subject to fulfillment of conditions precedent for both Company and Mr. Jimit Ramesh Shah. The Company shall enter into a share purchase/sale agreement with the Mr. Jimit Ramesh Shah which shall inter alia capture these commercial terms.

The Contract for sale of said Equity shares may be in one or more trench. Monetary value of proposed aggregate transaction(s) shall be such amount/ value as may be determined by the Resisted Valuer.

v. Any other information relevant or important for the members to take a decision on the proposed resolution:

The members are further informed that no member/s of the Company being a related party or having any interest in the resolution as set out at item No.5 shall be entitled to vote on this Ordinary Resolution.

Mr. Ramesh Virji Shah (DIN: 01580767), Wholetime Director; Mr. Jimit Ramesh Shah (DIN: 01580796), Managing Director; Ms. Sunita Jimit Shah (DIN: 03099290), Director of the Company and their relatives are interested in the said Resolution. None of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in passing of this resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 1 of the Notice for approval by the members.

ITEM NO. 6 - APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY

M/s. Pravin Chandak & Associates, Chartered Accountants, (FRN: 116627W) have tendered their resignation from the position of Statutory Auditors on the purported ground of non-payment of their fees by the Company which had caused casual vacancy in the office of Statutory Auditors of the Company. The Company had not received any bill from Statutory Auditors for payment of their Audit Fees and for other services rendered by them. However inspite of non-receipt of any bill of payment of their fees the Company had remitted their professional fees soon after receipt of resignation letter from the Statutory Auditors.

The Board of Directors on recommendation of Audit Committee in its meeting held on November 11, 2021 appointed M/s. Navin Nishar & Associates, Chartered Accountants (FRN: 116503W) to fill up casual vacancy caused by resignation of M/s. Pravin Chandak & Associates, Chartered Accountants, (FRN: 116627W).

As per Section 139(8) of the Companies Act, 2013 ("Act"), if any casual vacancy arises as a result of the resignation of an Auditor, the Board of Directors have to fill up such casual vacancy within 30 days from the date of resignation subject to approval of the Company at a General Meeting convened within 3 months of the recommendation of the Board and the auditor so appointed shall hold the office till the conclusion of the next Annual General Meeting i.e. in case of the company till the conclusion of the Annual General Meeting held for Financial Year 2021-22.

The Board of Directors recommend appointment of M/s. Navin Nishar & Associates, Chartered Accountants (FRN: 116503W) as Statutory Auditors of the Company in terms of Section 139(8) of the Companies Act, 2013.

None of the Directors, KMP and their relatives are concerned or interested in the Resolution set out at item no. 5 of the notice.

ITEM NO. 7 - TO RE-APPOINT MR. JIMIT SHAH (DIN: 01580796) AS MANAGING DIRECTOR OF THE COMPANY

Mr. Jimit Shah (DIN: 01580796), aged 39 years, is a promoter and Managing Director of the Company and having over 19 years of experience in the field of real estate business. He has a degree in Bachelor of Commerce. His term of appointment as a Whole Time Director of the Company was to expire on 01st November, 2021. He has excellent grasp and thorough knowledge and experience in real estate business division. Looking into his knowledge of various aspects relating to the Company's affairs and business experience and on the recommendation of the Nomination & Remuneration Committee & Audit Committee, the Board of Directors at their meeting held on 27th October 2021 was of the opinion that for smooth and efficient running of the business, the services of Mr. Jimit Shah should be continued to be available to the Company and re-appointed him as Whole-Time Director of the Company for a further period of three years with effect from November 02, 2021 to 01st November, 2024 subject to the approval of the Members of the Company.

Details of Mr. Jimit Shah (DIN: 01580796) are provided in the "Annexure - I" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India

ITEM NO. 8 - TO RE-APPOINT MR. RAMESH SHAH (DIN: 01580767) AS WHOLE TIME DIRECTOR OF THE COMPANY

Mr. Ramesh Shah (DIN: 01580767), aged 61 years, is a promoter and Managing Director of the Company and having over 36 years of experience in the field of real estate business. He has a degree in Bachelor of Commerce. His term of appointment as a Whole Time Director of the Company was to expire on November 01, 2021. He has excellent grasp and thorough knowledge and experience in real estate business division. Looking into his knowledge of various aspects relating to the Company's affairs and business experience and on the recommendation of the Nomination & Remuneration Committee & Audit Committee, the Board of Directors at their meeting held on 27th October 2021 was of the opinion that for smooth and efficient running of the business, the services of Mr. Jimit Shah should be

continued to be available to the Company and re-appointed him as Whole-Time Director of the Company for a further period of three years with effect from November 02, 2021 to November 01, 2024 subject to the approval of the Members of the Company.

Details of Mr. Ramesh Shah (DIN: 01580767), are provided in the "Annexure - I" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India

**By Order of the Board
For Zodiac Ventures Limited**



**Rustom Deboo
Company Secretary
M. No. 55744**

**Place: Mumbai
Date: 15th December 2021
Registered Office:
404, Dev Plaza,
68, S.V. Road,
Andheri (West)
Mumbai- 400058**

ANNEXURE - I

Pursuant to the Provisions of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) details in respect of Director seeking Appointment/Reappointment at the Annual General Meeting is furnished below:

Name of Director	MR. JIMIT SHAH	MR. RAMESH SHAH
DIN	01580796	01580767
Brief Resume	Mr. Jimit Shah is the Managing Director of the Company having over 18 years of experience in real estate industry. He has a bachelor's degree in Commerce and has strong entrepreneurial skills, an undying commitment and belief in his abilities. As the Managing Director of the Company, he is actively involved in the implementation and is the driving force behind the projects envisaged by the Company	Mr. Ramesh Shah is a Commerce Graduate having 29 years experience in Real Estate Industry and has overseen the completion of several projects. He is an office bearer of the Slum Redevelopers' Association. As the Chairman and Whole-Time Director of the Company, he is actively involved in the implementation of various projects and is the driving force behind the projects envisaged by the Company
Date of Birth	26/01/1982	05/04/1960
Age	39 years	61 years
Date of first appointment on the Board of the Company	21/05/2010	21/05/2010
Qualification	B. Com	B. Com
Experience	19 years	36 years
Expertise in specific functional area	Designing and planning of architectural projects	29 years of experience in real estate business
Terms and Conditions of Appointment/ Reappointment	As per explanatory statement	As per explanatory statement
Remuneration last Drawn (including sitting fees, if any)	Nil	Nil
Remuneration Proposed to be paid	Nil	Nil

Number of Board Meeting attended during the year 2020-21	5	5
Directorship held in other Listed Companies (As on March 31, 2021)	Nil	Nil
Directorship in other Companies (excluding foreign companies and Section 8 companies) (As on March 31, 2021)	1. Zodiac Developers Pvt. Ltd. 2. Zodiac Developers India Pvt. Ltd.	1. Zodiac Developers Pvt. Ltd. 2. Zodiac Developers India Pvt. Ltd.
Chairmanship/ Membership of Committees of the Board of Directors of other listed companies as on March 31, 2021	Nil	Nil
Chairmanship/ Membership of Committees of the Board of Directors of other companies as on March 31, 2021	Zodiac Developers Private Limited - member of Remuneration Committee and member of CSR Committee	Zodiac Developers Private Limited - member of Audit Committee and Remuneration Committee and Chairman of CSR Committee
Shareholding of Director in the Company (As on March 31, 2021)	7.41%	33.77%
Relationship with other Director/ Key Managerial Personnel ("KMP")	Son of Ramesh Shah, Whole-Time Director; Husband of Sunita Shah, Director	Father of Jimit Shah, Managing Director